

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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SUE EARL,

Plaintiff,

v.

NOVARTIS CONSUMER HEALTH,  
INC.

Defendant.  
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: Hon. Richard M. Berman, U.S.D.J.  
: Civil No.: 07 CIV 9595 (RMB)  
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: Document Electronically Filed  
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CERTIFICATION OF MARK ARMSTRONG

Mark Armstrong, being of full age, certifies and states as follows:

1. I am employed by Novartis Consumer Health, Inc. ("Consumer Health") as Head of Financial Reporting and Accounting. I submit this Certification in support of Consumer Health's Motion for summary Judgment.
2. I make this statement based on my personal knowledge and review of the books and records of Consumer Health.
3. Consumer Health is a corporation and has its principal place of business at 200 Kimball Drive, Parsippany, New Jersey.
4. At all times, Novartis Finance Corporation has been the 100% owner of the preferred stock of Consumer Health and 80% of its common stock. At all relevant times, Novartis Consumer Health, S.A. has owned the remaining 20% of the common stock of Consumer Health.

5. At no time was there any parent-subsidary relationship between Consumer Health and Novartis Nutrition Corporation ("Novartis Nutrition"). Consumer Health owned no stock or shares or other equity interest in Novartis Nutrition. Novartis Nutrition Corporation owned no stock or shares or other equity interest in Consumer Health.
6. Consumer Health exercised neither control nor right of control over Novartis Nutrition Corporation, and Novartis Nutrition Corporation exercised neither control nor right of control over Consumer Health. Consumer Health has its own Articles of Incorporation, by-laws, Board of Directors, and independent operations.
7. Neither company had the right or authority to review the financial performance of the other. Consumer Health had no authority to approve or disapprove any business decision of Novartis Nutrition, and Novartis Nutrition had no authority to approve or disapprove any business decision of Consumer Health.

I hereby certify under penalty of perjury that the foregoing is true and correct.

Executed on this \_\_\_ day of June, 2008.

By:   
Mark Armstrong